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Attorneys for Plaintiff

13 SUCCESSFACTORS, INC.

14 UNITED STATES DISTRICT COURT  
15 NORTHERN DISTRICT OF CALIFORNIA  
16 OAKLAND DIVISION  
17

18 SUCCESSFACTORS, INC., a Delaware  
19 corporation,

20 Plaintiff,

21 v.

22 SOFTSCAPE, INC., a Delaware  
23 corporation; and DOES 1-10, inclusive,

24 Defendants.

Case No. CV 08 1376 CW

**DECLARATION OF ROB BERNSHTEYN IN  
SUPPORT OF PRELIMINARY INJUNCTION  
AND EXPEDITED DISCOVERY**

Date: March 27, 2008  
Time: 2:00 p.m.  
Courtroom: 2  
Judge: Hon. Claudia Wilken

Date of Filing: March 11, 2008  
Trial Date: No date set

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1 I, Robert Bernshteyn, hereby declare:

2 1. I am Vice President, Global Product Marketing and Management, and have been  
3 employed at SuccessFactors, Inc. ("SuccessFactors") since June 2004. I make this declaration of  
4 my own personal knowledge, except to any extent otherwise specified. If called as a witness, I  
5 could and would testify competently to the facts set forth herein.

6 2. As I stated in my prior declaration submitted in support of SuccessFactors'  
7 Application for a Temporary Restraining Order filed on March 11, 2008 (Dkt. No. 17),  
8 SuccessFactors was the target of an "anonymous" email campaign attaching a 43-page  
9 PowerPoint Presentation attacking the company's corporate integrity, reputation, products, and  
10 customer relations. Softscape's General Counsel has confirmed that Softscape prepared the  
11 Presentation at issue. *See* Declaration of S. Mohr in Opposition to TRO, 03.12.08 (Dkt. No. 35-  
12 2).

13 3. SuccessFactors was informed directly by its customers and prospects that the  
14 Softscape Presentation was sent to their senior executives, including the heads of Human  
15 Resources, and other key decision makers at our customer sites and targets. At larger prospects,  
16 such as R.J. Reynolds Tobacco Company, our contacts confirmed it was sent to the Senior Vice  
17 President of Global HR, the Vice President of Information Systems, Director of Organizational  
18 Development, Director of Information Systems, senior procurement manager and others. In  
19 smaller accounts, the email was clearly targeted to the key decision maker. By way of example,  
20 our contacts confirmed that the Director of HR Systems and Services at GameStop as well as the  
21 HR Director at Scholastic both received a copy of the Softscape Presentation from "John  
22 Anonymous."

23 4. We are continuing to invest time and resources in our investigation to learn the full  
24 extent of the "John Anonymous" email distribution of the Softscape Presentation and source of  
25 the unauthorized access into our password-protected sales demo account. We cannot know for  
26 sure the full list of recipients until we obtain records showing the email distribution.

27 5. We have been informed directly by customers that some received the Presentation  
28 not from "John Anonymous," but rather were forwarded the document from other sources.

1 Attached as Exhibit 1 is a true and correct copy of a confidential email dated March 11, 2008 that  
2 was received from one of our more recently installed customers. After reviewing the  
3 Presentation, our customer writes: "The information alarms me to say the least (not all of it) and  
4 certainly if even 10% of it is true it will be bad for me, you, and the company." He requests a  
5 meeting to discuss.

6 6. Since I submitted the declaration on March 11, we have identified additional  
7 customers and prospects that received the Presentation prepared by Softscape. These companies  
8 include: Aimco, Big Brothers Big Sisters of America, Intelsat, Parexel International Corporation,  
9 Regions Bank, in addition to the twenty-five companies previously identified. Almost two thirds  
10 of these companies are prospects rather than customers.

11 7. The distribution of the Softscape Presentation is particularly harmful with respect  
12 to the prospects because we are competing for business with other software vendors for many of  
13 them, including Australia Post, Big Brothers Big Sisters of America, California Department of  
14 Corrections, Callaway Golf, Conway Freight, GameStop, Levi, Parexel International, Scholastic,  
15 Spotless, and U.S. Xpress Enterprises.

16 8. SuccessFactors' sales team has spent a considerable amount of time contacting  
17 customers and prospective customers to address questions, uncertainty and concerns generated  
18 about the SuccessFactors brand, its corporate image and its commitment to its customers. We  
19 have learned through this effort that Softscape was also being considered on at least half of the  
20 prospective accounts that we have identified to date, including Aimco, Australia Post, Big  
21 Brothers Big Sisters of America, Callaway Golf, Conway Freight, GameStop, Parexel  
22 International, Scholastic, Spotless, and U.S. Xpress Enterprises.

23 9. Attached as Exhibit 2 is a true and correct copy of a Softscape press release dated  
24 March 12, 2008 filed the day after the suit was initiated. The press release states that the "The  
25 facts in this case will speak for themselves. This is a frivolous public relations tactic without  
26 merit or foundation..."

27 10. Attached as Exhibit 3 is a true and correct copy of another Softscape press release  
28 dated March 14, 2008. It says "The SuccessFactors lawsuit remains a frivolous abuse of the legal

1 system.” Softscape admits preparing the Presentation, but states “the document was based on  
2 substantiated facts.”

3 11. The March 14, 2008 press release adds: “The SuccessFactors lawsuit was an act  
4 of desperation by a hostile industry predator.”

5 12. Through our customer outreach efforts in response to the public dissemination of  
6 the Softscape Presentation, we have received emails showing that Softscape is communicating  
7 directly with SuccessFactors’ customers and prospects by sending letters or emails targeted to  
8 them. Attached as Exhibit 4 is a true and correct copy of an email from Dave Watkins, CEO of  
9 Softscape, that was forwarded by one of our prospective customers to SuccessFactors. It begins  
10 by apologizing “for any distractions that the lawsuit filed by my competitor, Successfactors may  
11 have caused you.” He then directs the recipient to Softscape’s March 14, 2008 press release,  
12 which is linked to the communication. The press release incorrectly suggests that the  
13 Presentation is based on “substantiated facts.”

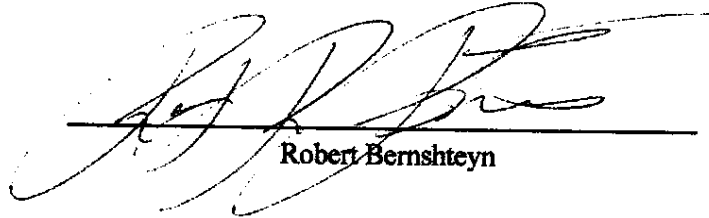
14 13. Attached as Exhibit 5 is a true and correct copy of an email forwarded by one of  
15 our prospective customers. It is an email dated March 14, 2008 from Rick Vatcher, Customer  
16 CARE, PMO, at Softscape. It says: “I wanted to inform you that Successfactors, a competitor of  
17 Softscape, has falsely accused and filed suit against us regarding an anonymous email sent to  
18 their prospective customers.” It then states: “It is unfortunate that this competitor is taking such  
19 as aggressive predator [sic] tactic.”

20 14. The press releases and direct communications from Softscape have had the effect  
21 of reminding customers and prospects of the existence of the Softscape Presentation. One contact  
22 at Visa, which is a prospect of ours, did not receive the Presentation directly from “John  
23 Anonymous,” but instead received only Mr. Watkins’ communication about the Presentation.  
24 The contact indicated that while Visa has not disqualified SuccessFactors as a potential vendor,  
25 they now have concerns about our customer satisfaction and service.

26 15. Softscape’s press releases and direct communications to customers and prospects  
27 have also, in some instances, generated interest in the Presentation. Attached as Exhibit 6 is a  
28 ///

1 true and correct copy of messages posted on the Yahoo! Bulletin Boards, requesting a copy of the  
2 Softscape Presentation.

3 I declare under penalty of perjury under the laws of the United States of America and the  
4 State of California that the foregoing is true and correct, and that this declaration was executed  
5 this 20th day of March, 2008, in San Mateo, California.

6  
7  
8   
9 Robert Bernshteyn

FENWICK & WEST LLP  
ATTORNEYS AT LAW  
MOUNTAIN VIEW

---

**CONFIDENTIAL EXHIBIT 1 TO DECLARATION OF ROB BERNSHTEYN**

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ATTORNEYS AT LAW  
MOUNTAIN VIEW

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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

SUCCESSFACTORS, INC., a Delaware corporation,

Plaintiff,

v.

SOFTSCAPE, INC., a Delaware corporation; and DOES 1-10, inclusive,

Defendants.

Case No. CV 08-1376 CW

**MANUAL FILING NOTICE**

Date: March 27, 2008  
Time: 2:00 p.m.  
Courtroom: 2  
Judge: Hon. Claudia Wilken  
Date of Filing: March 11, 2008  
Trial Date: No date set

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1 This filing is in paper or physical form only, and is being maintained in the case file in the  
2 Clerk's office.

3 If you are a participant on this case, this filing will be served in hard-copy shortly.

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11   X   Item Under Seal

12 \_\_\_\_\_ Conformance with the Judicial Conference Privacy Policy (General Order 53).

13 \_\_\_\_\_ Other (description): \_\_\_\_\_

14  
15 Dated: March 21, 2008

FENWICK & WEST LLP

16  
17  
18 By: \_\_\_\_\_

Patrick Premo

Attorneys for Plaintiff SUCCESSFACTORS, INC.

FENWICK & WEST LLP  
ATTORNEYS AT LAW  
MOUNTAIN VIEW



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**EXHIBIT 2 TO DECLARATION OF ROB BERNSHTEYN**

[contact us](#) ■ [request a demo](#) ■ [customer login](#) ■ [worldw](#)[SOLUTIONS](#)[PRODUCTS](#)[SERVICES](#)[COMP](#)*The People Management Experts***Company**[About Us](#)[Why Softscape](#)[Leadership Team](#)[Customers](#)[Partners](#)[News](#)[Industry Recognition](#)[Careers](#)[Contact](#)[Worldwide Offices](#)**Softscape Responds to SuccessFactors Claim**[DEMO REQUEST](#)[INFO](#)**FOR IMMEDIATE RELEASE**

**Wayland, MA – March 12, 2008** - Softscape, the global leader in integrated people management software, today released this statement in response to the lawsuit filed by SuccessFactors (Nasdaq:SFSF) that was announced earlier today:

"The facts in this case will speak for themselves. This is a frivolous public relations tactic without merit or foundation, and we will defend all of the claims vigorously. The SEC maintains that publicly traded companies have the fiduciary obligation to their shareholders and the marketplace to disclose absolute facts. As a profitable and recognized category leader in the human capital management industry, our focus is not competitors. Our focus is on continuous product innovation and maintaining the highest customer satisfaction and retention rates."

**About Softscape** ([www.softscape.com](http://www.softscape.com))

Softscape is the global leader in integrated people management software that enables organizations to more effectively drive their business performance. Recognized by industry analysts as the most comprehensive strategic human capital management solution, Softscape provides complete employee lifecycle management, including a core system of record, in a single, integrated platform for improved business intelligence. The company offers customers of all sizes and in all industries the most flexibility and choice with multiple purchase, configuration, and deployment options. For more than a decade, Softscape has helped millions of workers across 156 countries be more successful at their jobs while contributing to bottom-line results. Softscape's customers represent Fortune 500/Global 500, mid-market, and government organizations, including Barclays, AstraZeneca, Seagate, GKN, Edcon, LandAmerica, and the U.S. Department of Homeland Security. Softscape is based in Massachusetts with offices in London, Sydney, New York City, Chicago, San Francisco, Hartford, Washington, D.C., Bangkok, Hong Kong, and Johannesburg.

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## Softscape Successful Against Rival SuccessFactors' Frivolous Lawsuit

FOR IMMEDIATE RELEASE

**Wayland, MA – March 14, 2008** - Softscape, the global leader in integrated people management software, today released this statement in response to the lawsuit filed by SuccessFactors (NASDAQ:SFSF) that was announced March 12, 2008:

"The SuccessFactors lawsuit remains a frivolous abuse of the legal system, and we will defend ourselves to the fullest extent. The announcement released by SuccessFactors on March 13, 2008 deliberately misstated Softscape's general counsel's testimony, and ignored key facts contained in the complete statement. ([http://www.softscape.com/pdf/doc/TRO\\_Declaration080312.pdf](http://www.softscape.com/pdf/doc/TRO_Declaration080312.pdf))

"Softscape does not condone the dissemination of the document in question. Although the document was based on substantiated facts, it was intended for internal use only and was not designed or intended for external distribution. We are conducting our own thorough investigation to determine how an internal document ended up in outside hands. "Yesterday, Softscape was successful in having the court narrowly limit the restraining order. ([http://www.softscape.com/pdf/doc/TRO\\_Decision080313.pdf](http://www.softscape.com/pdf/doc/TRO_Decision080313.pdf))

"It is common in a highly competitive market for vendors to review each others' presentations, webinars, and demonstrations and have competitive sales tools. The SuccessFactors lawsuit is an act of desperation by a hostile industry predator."

#### **About Softscape** ([www.softscape.com](http://www.softscape.com))

Softscape is the global leader in integrated people management software that enables organizations to more effectively drive their business performance. Recognized by industry analysts as the most comprehensive strategic human capital management solution, Softscape provides complete employee lifecycle management, including a core system of record, in a single, integrated platform for improved business intelligence. The company offers customers of all sizes and in all industries the most flexibility and choice with multiple purchase, configuration, and deployment options. For more than a decade, Softscape has helped millions of workers across 156 countries be more successful at their jobs while contributing to bottom-line results. Softscape's customers represent Fortune 500/Global 500, mid-market, and government organizations, including

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**EXHIBIT 4 TO DECLARATION OF ROB BERNSHTEYN**

**From:** Dave Watkins [mailto:dwatkins@softscape.com]  
**Sent:** Friday, March 14, 2008 5:54 PM  
**To:** Parr, Cathy  
**Cc:** Micki Pahl  
**Subject:** Greetings from Softscape

Ms. Cathy Parr  
Assistant to HR Manger  
Department of Corrections California

Dear Cathy:

I want to personally apologize for any distractions that the lawsuit filed by my competitor, Successfactors may have caused you. We are taking this matter very seriously and are investigating all facts. I want to assure you that this matter does not affect your initiative or our long term relationship. We issued this [press release](#) today.

If you receive any email communications from Successfactors, or anyone else about this matter, I would appreciate it if you let us know. Our focus is ensuring your ongoing success and providing you with the highest level of service.

As always, if there is anything I can do to assist you, please let me know.

Very truly yours,

---

**Dave Watkins**  
Founder, CEO  
Softscape, Incorporated

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526 Boston Post Road  
Wayland, MA 01778

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**Softscape Exceeds 3.4 Million Users, Dominates Strategic Human Capital Management Market for Global Enterprises, Increased Demand From Large Multi-National Enterprises and Ongoing Profitable Operations Close Out Stellar Year**

**For more, please see the press release at [http://www.softscape.com/us/pr2008/pr\\_08\\_0310\\_dominates.htm](http://www.softscape.com/us/pr2008/pr_08_0310_dominates.htm)**

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**EXHIBIT 5 TO DECLARATION OF ROB BERNSHTEYN**



-----Original Message-----

From: [REDACTED]  
Sent: Friday, March 14, 2008 3:49 PM  
To: Lori McNally  
Subject: Fw: Softscape Customer CARE Communication

[REDACTED]  
----- Original Message -----

From: [REDACTED]  
Sent: 03/14/2008 03:44 PM  
To: [REDACTED]  
Cc: [REDACTED]  
Subject: Fw: Softscape Customer CARE Communication

[REDACTED]  
  
Dear Customer,

I wanted to inform you that Successfactors, a competitor of Softscape, has falsely accused and filed suit against us regarding an anonymous email sent to their prospective customers. We are taking this matter very seriously and are investigating all facts. I want to assure you that this matter does not affect your initiative or our long term relationship.

It is unfortunate that this competitor is taking such an aggressive predator tactic. If you receive any email communications from Successfactors, or anyone else about this matter, I'd appreciate it if you let us know. Our focus is ensuring your ongoing success and providing you with the highest level of service.

As always, if there is anything I can do to assist you, please let me know.

Many thanks.

Rick Vatcher  
Customer CARE, PMO  
Office: 508-401-1492 x1492 (direct)  
Cell: 339-221-2391  
<http://www.softscape.com>  
[rvatcher@softscape.com](mailto:rvatcher@softscape.com)

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**EXHIBIT 6 TO DECLARATION OF ROB BERNSHTEYN**

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### Re: Disgruntled Insiders

7-Mar-08 08:50 pm

Hi! I'm an HR person. I'm not an investor. I'm a first time visitor to this blogging site. My company signed up with SFSF during 4th qtr 2007. (Very small customer) For obvious reasons - I'd prefer not to mention the company name. I represent only myself on this blog. I'm curious about your comments. Is this something we should know about? Is the Ppt presentation re: financials? Is this an ethical issue w/in SFSF? Training or product problem? Is this info available to view? Should I ask my sales rep if he/she knows anything? We really had a difficult time deciding which vendor to choose. Please let me know.

hrbiz40



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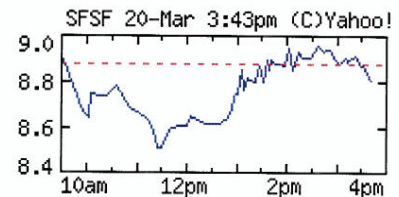
Subject	Author	Rating	Time of Post (ET)
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